

RECEIVED

MAR 31 2014

FR Y-6
OMB Number 7100-0297
Approval expires December 31, 2015
Page 1 of 2

Board of Governors of the Federal Reserve System

Supervision, Regulation and
Credit Department



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, William J. Woodward

Reporter's Name, Street, and Mailing Address

Northway Financial, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

CEO, President and Chairman of the Board

PO Box 9

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Berlin NH 03570
City State Zip Code

3424 White Mountain Highway, North Conway, NH 03860

Physical location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Michelle Larivee Regulatory Rptg Accountant

Name Title

603-752-1171 2704

Area Code / Phone Number / Extension

603-326-7391

Area Code / FAX Number

mlarivee@northwaybank.com

E-mail Address

northwaybank.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

03/26/2014

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID

2582827

C.I.

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

RECEIVED

MAR 3 2014

Form FR Y-6

Supervision, Regulation
Department

Northway Financial, Inc.
Berlin, New Hampshire
Fiscal Year Ending December 31, 2013

Report Item 1:

[Faint, illegible text, likely bleed-through from the reverse side of the page]

[Faint, illegible text, likely bleed-through from the reverse side of the page]

[Faint, illegible text, likely bleed-through from the reverse side of the page]

[Faint, illegible text, likely bleed-through from the reverse side of the page]

Form FR Y-6

Northway Financial, Inc.
Berlin, New Hampshire
Fiscal Year Ending December 31, 2013

Report Item 2a
Organization Chart

Northway Financial, Inc.
3424 White Mountain Highway
North Conway New Hampshire 03860
Incorporated: New Hampshire
(Parent)

Northway Bank
9 Main Street
Berlin New Hampshire 03570
Incorporated: New Hampshire
(Northway Financial, Inc. owns 100% of voting stock)

Northway Capital Trust III
9 Main Street
Berlin New Hampshire 03570
Incorporated: Delaware
(Northway Financial, Inc. owns 100% of voting stock)

Northway Capital Trust IV
9 Main Street
Berlin New Hampshire 03570
Incorporated: Delaware
(Northway Financial, Inc. owns 100% of voting stock)

Form FR Y-6

Northway Financial, Inc.
Berlin, New Hampshire
Fiscal Year Ending December 31, 2013

Report Item 2b
Domestic Branch Listing

Submitted via email on March 14, 2014

LISA

Results: A list of branches for your holding company: NORTHWAY FINANCIAL, INC. (2382827) of NORTH CONWAY, NH. The data are as of 1/23/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions

OK: If the branch information is correct, enter 'OK' in the Data Action column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedures

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information. If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Numbers*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service	30502	NORTHWAY BANK	9 MAIN STREET	BERLIN	NH	03570	COOS	UNITED STATES	8890	0	NORTHWAY BANK	30502	
OK		Full Service	1176645	ASHLAND BRANCH	130 MAIN STREET	ASHLAND	NH	03217	GRAFTON	UNITED STATES	209104	16	NORTHWAY BANK	30502	
OK		Full Service	25803	BELMONT BRANCH	9 OLD STATE STREET	BELMONT	NH	03220	BELKNAP	UNITED STATES	365645	22	NORTHWAY BANK	30502	
OK		Full Service	207407	CAMPTON BRANCH	414 NH ROUTE 49, PO BOX 225	CAMPTON	NH	03223	GRAFTON	UNITED STATES	209102	14	NORTHWAY BANK	30502	
OK		Full Service	4258966	CONCORD BRANCH	65 NORTH MAIN STREET	CONCORD	NH	03301	MERRIMACK	UNITED STATES	511683	27	NORTHWAY BANK	30502	
OK		Full Service	2883410	CONWAY BRANCH	34 WEST MAIN STREET	CONWAY	NH	03818	CARROLL	UNITED STATES	231217	9	NORTHWAY BANK	30502	
OK		Full Service	1339974	GORHAM BRANCH	260 MAIN STREET	GORHAM	NH	03581	COOS	UNITED STATES	231214	3	NORTHWAY BANK	30502	
Change	6/7/2013	Full Service	437606	DOWNTOWN LACONIA BRANCH	400 SOUTH MAIN STREET	LACONIA	NH	03246	BELKNAP	UNITED STATES	209042	20	NORTHWAY BANK	30502	
OK		Full Service	4496290	MANCHESTER BRANCH	29 CILLEY ROAD	MANCHESTER	NH	03101	HILLSBOROUGH	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	4269104	MEREDITH BRANCH	42 UPPER LADQ HILL RD	MEREDITH	NH	03253	BELKNAP	UNITED STATES	518494	28	NORTHWAY BANK	30502	
OK		Full Service	29207	CONWAY SETTLERS CROSSING BRANCH	1500 WHITE MOUNTAIN HIGHWAY	NORTH CONWAY	NH	03860	CARROLL	UNITED STATES	480444	26	NORTHWAY BANK	30502	
OK		Full Service	2226185	NORTH CONWAY BRANCH	3424 WHITE MOUNTAIN HIGHWAY	NORTH CONWAY	NH	03860	CARROLL	UNITED STATES	271823	6	NORTHWAY BANK	30502	
OK		Full Service	79109	INTERVALE	55 MAIN STREET	PITTSFIELD	NH	03763	MERRIMACK	UNITED STATES	241125	21	NORTHWAY BANK	30502	
OK		Full Service	403900	DOWNTOWN PLYMOUTH BRANCH	1-3 HIGHLAND STREET	PLYMOUTH	NH	03264	GRAFTON	UNITED STATES	209109	15	NORTHWAY BANK	30502	
OK		Full Service	526706	WEST PLYMOUTH BRANCH	287 HIGHLAND STREET	PLYMOUTH	NH	03264	GRAFTON	UNITED STATES	4216	13	NORTHWAY BANK	30502	
Change	9/30/2013	Full Service	4564135	PORTSMOUTH BANKING CENTER	750 LAFALETTE ROAD, SUITE #101	PORTSMOUTH	NH	03804	ROCKINGHAM	UNITED STATES	Not Required	Not Required	NORTHWAY BANK	30502	
OK		Full Service	2632390	TILTON BRANCH	15 MARKET STREET	TILTON	NH	03276	BELKNAP	UNITED STATES	11220	19	NORTHWAY BANK	30502	
OK		Full Service	339906	WEST OSSISPEE BRANCH	2385 WHITE MOUNTAIN HIGHWAY	WEST OSSISPEE	NH	03890	CARROLL	UNITED STATES	226737	11	NORTHWAY BANK	30502	

Form FR Y-6

Northway Financial, Inc.
Berlin, New Hampshire
Fiscal Year Ending December 31, 2013

Report Item 3
Shareholders

- (1) 1(a) William J. Woodward
Berlin NH 03570
 - (b) US Citizen
 - (c) Owns 200,316 shares, or 7.28%, of common stock

- 2(a) Small Business Lending Fund (SBLF) Investment
 - (b) US
 - (c) Owns 23,593 shares, or 100.00%, of preferred stock

Form FR Y-6

Northway Financial, Inc.
Berlin, New Hampshire
Fiscal Year Ending December 31, 2013

Report Item 4
Insiders

(1)	(2)	(3)a	(3)b	(3)c	(4)a	(4)b	(4)c
Name & Address (City, State, Country)	Principal Occupation if other than with holding company organization	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses (include names of other businesses)	Percentage of voting shares in Bank Holding Company	Percentage of voting shares in Subsidiaries (include names of subsidiaries)	List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
William J. Woodward Berlin NH 03570 USA	N/A	President, Chief Executive Officer and Chairman of the Board	President, Chief Executive Officer and Chairman of the Board (Northway Bank)	N/A	7.28%	N/A	Vallancourt & Woodward, Inc. (50%)
Fletcher W. Adams Plymouth NH 03264 USA	N/A	Vice Chairman of the Board	Director (Northway Bank)	Director, CYCA	4.51%	N/A	N/A
John H. Noyes Plymouth NH 03264 USA	Insurance	Director	Director (Northway Bank)	President, Noyes Insurance Agency,	1.56%	N/A	Noyes Insurance Agency, Inc. (69%)
Barry J. Kelley Berlin NH 03570 USA	Lumber Company	Director	Director (Northway Bank)	President and Owner, White Mountain Lumber Co.	4.79%	N/A	White Mountain Lumber, Inc. (60%)
Randall G. Labnon Gorham NH 03581 USA	Motel	Director	Director (Northway Bank)	President and General Manager, Town & Country Motor Inn; Director, Androscoggin Valley Hospital Director, BIA	**	N/A	Town and Country Motor Inn (13%)
T. Scott Gamwell Fryeburg ME 04037 USA	CPA	Director	Director (Northway Bank)	Certified Public Accountant and Senior Partner, Gamwell, Caputo & Co., PLLC Trustee Emeritus, Fryeburg Academy	**	N/A	Gamwell, Caputo & Co., PLLC (50%)
Stephen G. Boucher Milford NH 03055 USA	Technology Firm	Director	Director (Northway Bank)	Chief Executive Officer and Chairman of the Board, Almar Technology Corp.; Director, Horizon Technology, Inc.	**	N/A	Almar Technology Corp (35%) Tucker Brook LLC (70%)
Brien L. Ward, Esq Littleton NH 03561 USA	Attorney	Director	Director (Northway Bank)	Attorney, Brien L. Ward	**	N/A	Brien L. Ward Law Practice (100%)
Jo-Ann R. Church Greenland NH 03840 USA	N/A	N/A	Senior Vice President, Credit Administration (Northway Bank)	N/A	**	N/A	N/A
Victor C. Levesque Glen NH 03838 USA	N/A	N/A	Senior Vice President, Director of Commercial Banking (Northway Bank)	N/A	**	N/A	N/A
Russell A. Cronin, Jr. Berlin, NH 03570 USA	N/A	Senior Vice President and Chief Financial Officer	Senior Vice President and Chief Financial Officer (Northway Bank)	N/A	**	N/A	The Well Dressed Food Company, LLC (50%)
Gregory F. Nolin Berlin, NH 03570 USA	N/A	N/A	Senior Vice President, Human Resources (Northway Bank)	Director, NH Bankers	**	N/A	N/A
Richard P. Orsillo Gorham NH 03581 USA	N/A	Senior Vice President, Controller	Senior Vice President, Controller (Northway Bank)	N/A	**	N/A	N/A
Jeffrey D. Smith Jackson NH 03946 USA	N/A	N/A	Senior Vice President, Chief Administrative Officer (Northway Bank)	N/A	**	N/A	N/A

Northway Financial, Inc.
Berlin, New Hampshire
Fiscal Year Ending December 31, 2013

Report Item 4
Insiders

(1) Name & Address (City, State, Country)	(2) Principal Occupation if other than with holding company organization	(3)a Title & Position with Bank Holding Company	(3)b Title & Position with Subsidiaries (include names of subsidiaries)	(3)c Title & Position with Other Businesses (include names of other businesses)	(4)a Percentage of voting shares in Bank Holding Company	(4)b Percentage of voting shares in Subsidiaries (include names of subsidiaries)	(4)c List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Dawn M. Champigny Salem NH 03079 USA	N/A	N/A	Senior Vice President, Consumer and Small Business Banking (Northway Bank)	Director, Child and Family Services of NH	**	N/A	N/A
Paula Caughey Gorham, NH 03581 USA	N/A	N/A	Senior Vice President, Risk Management Officer (Northway Bank)	N/A	**	N/A	N/A
William J. Zaffron Saco ME 04072 USA	N/A	N/A	Senior Vice President, Retail Lending and Marketing (Northway Bank)	N/A	**	N/A	N/A

**Owns less than one percent of Voting Shares in Bank Holding Company.

